

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Trademark Collateral Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Radio Spirits, Inc.		07/08/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ZOHAR CDO 2003-1, Limited, as agent
Street Address:	c/o Patriach Partners VIII, LLC, 112 South Tryon Street
Internal Address:	Suite 700
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28284
Entity Type:	Exempted Company: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2709812	ADVENTURES IN OLD-TIME RADIO
Registration Number:	2597292	TV FROM YESTERYEAR
Registration Number:	1288737	NAUGHTY NOSTALGIA
Registration Number:	1518709	RADIOBOOK
Registration Number:	1288738	CLASS-X VIDEO

CORRESPONDENCE DATA

Fax Number: (860)275-0343

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 860-275-0589

Email: ptomail@dbh.com

Correspondent Name: Barb Villandry, Paralegal

Address Line 1: CityPlace 1

Address Line 4: Hartford, CONNECTICUT 06103

ATTORNEY DOCKET NUMBER:

036845-02190

NAME OF SUBMITTER:

Barb Villandry, Paralegal

Total Attachments: 3

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TRADEMARK

REEL: 002894 FRAME: 0905

TRADEMARK COLLATERAL SECURITY AGREEMENT

THIS TRADEMARK COLLATERAL SECURITY AGREEMENT (this "Assignment"), is made by and between RADIO SPIRITS, INC., a Delaware corporation ("Grantor"), and ZOHAR CDO 2003-1, Limited, a Cayman Islands exempted company, as agent (in such capacity, the "Agent") for itself and the financial institutions party to the Credit Agreement referenced below.

WHEREAS, Grantor has adopted, used and is using, and is the sole owner of the marks set forth on Schedule 1 hereof (the "Marks");

WHEREAS, under the terms of, and as a condition precedent to the effectiveness of, that certain Credit Agreement, dated as of April 28, 2004, among MediaBay, Inc., Radio Spirits, Inc. and Audio Book Club, Inc., as borrowers thereunder, the Guarantors (as defined therein) signatory thereto, and Zohar CDO 2003-1, Limited, as Agent and lender thereunder (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement") the Grantor entered into the Intellectual Property Security Agreement of even date therewith (the "Security Agreement");

WHEREAS, to secure the due and prompt payment and performance of the Obligations (as defined in the Security Agreement), Grantor pledged, assigned, hypothecated and transferred, and granted to the Agent, for itself and for the benefit of the Lenders, a continuing security interest in all of the Grantor's right, title and interest in certain collateral, including the Marks; and

WHEREAS, it is the purpose of this document to memorialize the aforementioned security interest in a form suitable for recordation in the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective as of the date of the Credit Agreement set forth above, to secure the due and prompt payment and performance of the Obligations, Grantor hereby pledges, assigns, hypothecates and transfers, and grants to the Agent, for itself and for the

benefit of the Lenders, a continuing security interest and lien in and to the Marks and all registrations and applications for registrations of the Marks, including the registrations and applications identified on Schedule 1, together with the goodwill of the business symbolized by the Marks and together with all of Grantor's right to sue and recover for infringement of the Marks, free and clear of all liens, claims, charges, security interests, and other interests or encumbrances.

IN WITNESS WHEREOF, this Assignment has been duly executed, sealed and delivered by an authorized officer of the Grantor.

RADIO SPIRITS, INC.

By: [Signature]
Name: John F. Levy
Title: CFO

STATE OF New Jersey)
) ss.:
COUNTY OF Monmouth)

On this the 8th day of July, 2004, before me, personally appeared John Levy who, being by me duly sworn, did depose and say that she/he is the CFO of Radio Spirits, the corporation described in and which executed the above instrument, and that she/he as such CFO, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself/himself as CFO and attorney-in-fact.

IN WITNESS WHEREOF, I hereunto set my hand.

[Signature]
Commissioner of Superior Court/Notary Public
My Commission Expires:

NISAR A KERMALLI
NOTARY PUBLIC NEW JERSEY
MY COMMISSION EXPIRES
ON 07/09/2006
ID# 2191302

SCHEDULE 1
TO
TRADEMARK COLLATERAL SECURITY AGREEMENT

<u>Mark</u>	<u>Reg. No.</u>
ADVENTURES IN OLD-TIME RADIO	2,709,812
TV FROM YESTERYEAR	2,597,292
CLASS-X VIDEO	1,288,738
NAUGHTY NOSTALGIA	1,288,737
RADIOBOOK	1,518,709